

**THE METROHEALTH SYSTEM BOARD OF TRUSTEES
RESOLUTIONS – JULY 25, 2018**

<u>RESOLUTION DESCRIPTION</u>	<u>RESOLUTION NO.</u>
Minutes	
Approval of Regular Board Meeting Minutes, May 23, 2018, and Special Board Meeting Minutes, March 20, 2018	19209
 CONSENT AGENDA	
Audit Committee	
Approval of the Code of Conduct for The MetroHealth System	19210
Facilities and Space Committee	
Approval to Further Amend the Agreement with Turner Construction Company as the Construction Manager at Risk for Campus Transformation	19211
Approval of a Lease to Establish a Community-Based Outpatient Care Location	19212
Finance Committee	
Approval of Certain Capital Improvements and Purchases	19213
Legal and Government Relations Committee	
Approval of an Amendment to the Bylaws for the Board of Trustees	19214
 Medical Staff	
Approval of Medical Staff Providers Appointments and Actions – June/July 2018	19215
 Nominating Committee	
Election of Presiding Officers of The MetroHealth System	19216
 Other	
Approval of Sponsorship Gift for Tribute Committee of the Richard H. Adler Community Leadership Award	19217
Approval to Further Amend the Architectural Services Agreement with HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation	19218
Approval of Modifications to Executive Compensation Methodology	19219

Approval of Regular Board Meeting Minutes, May 23, 2018, and
Special Board Meeting Minutes, March 20, 2018

RESOLUTION 19209

WHEREAS, the Board of Trustees of The MetroHealth System has been presented the minutes of the Regular Meeting of May 23, 2018, and the Special Meeting of March 20, 2018, for approval; and

WHEREAS, no amendment to these Minutes have been recommended by the Trustees assembled.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the Regular Minutes of the Meeting of May 23, 2018, and the Special Meeting of March 20, 2018, as presented.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers,
Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: July 25, 2018

Approval of the Code of Conduct for The MetroHealth System

RESOLUTION 19210

WHEREAS, the Audit and Compliance Committee has been presented a recommendation to approve a new Code of Conduct, titled “This Is Who We Are”, substantially in the form attached hereto as Exhibit A, subject to certain format changes and edits which will not change the substantive terms of the Code; and

WHEREAS, the Board’s Audit and Compliance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the Code of Conduct for The MetroHealth System substantially in the form attached hereto as Exhibit A, subject to certain format changes and edits which will not change the substantive terms of the Code.

AYES:	Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers, Ms. Whiting
NAYS:	None
ABSENT:	Mr. Monnolly
ABSTAINED:	None
DATE:	July 25, 2018

EXHIBIT A

CONFIDENTIAL: THIS DOCUMENT CONTAINS TRADE SECRETS AND INFORMATION THAT IS CONFIDENTIAL AND PROPRIETARY PROPERTY OF THE METROHEALTH SYSTEM AND MAY NOT BE COPIED, PUBLISHED OR DISCLOSED TO OTHERS WITHOUT THE EXPRESS WRITTEN AUTHORIZATION OF AN AUTHORIZED OFFICER OF METROHEALTH. THIS DOCUMENT MUST BE KEPT ONLY IN CONFIDENTIAL FILES WHEN NOT IN USE.

Approval to Further Amend the Agreement with Turner Construction Company as the
Construction Manager at Risk for Campus Transformation

RESOLUTION 19211

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to further amend the current agreement with Turner Construction Company as the Construction Manager at Risk for the Campus Transformation project (the "Project") to provide for additional pre-construction services to support the design assist requirements for the Project; and

WHEREAS, the Board's Facilities and Space Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the further amendment of the agreement with Turner Construction Company to provide additional pre-construction services to support the design assist requirements for the Project. The total fees for this additional work shall not exceed \$782,314 for a total amended fee amount not to exceed \$15,055,139 to be paid out of capital funds previously approved through Board Resolution 19088.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designees are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers,
Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: July 25, 2018

Approval of a Lease to Establish a Community-Based Outpatient Care Location

RESOLUTION 19212

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve a lease for a community-based outpatient care location; and

WHEREAS, the Facilities and Space Committee has reviewed the recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the requested lease for space as more fully described in Attachment A.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designee is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers,
Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: July 25, 2018

Attachment A

This Attachment contains trade secrets and/or other proprietary confidential information of The MetroHealth System which shall not be disclosed in whole or in part to any external parties without the express consent of The MetroHealth System. This document is intended for internal use only.

Approval of Certain Capital Improvements and Purchases

RESOLUTION 19213

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation for certain capital improvements and purchases; and

WHEREAS, the Board's Finance Committee has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves certain capital improvements and purchases, for the items, purposes, and aggregate costs as detailed in Attachment A, to be paid out of available capital funds, and subsequently reimbursed through fund sources indicated in Attachment A.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer is hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES:	Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers, Ms. Whiting
NAYS:	None
ABSENT:	Mr. Monnolly
ABSTAINED:	None
DATE:	July 25, 2018

Attachment A
List of Capital Improvements and Equipment

	Description	Aggregate Cost	Funding Source	Background
1.	Tissue Repository Freezer	\$7,295	The MetroHealth Foundation (#2203010131)	Additional freezer for tissue samples.

TOTAL		\$7,295
--------------	--	---------

Approval of an Amendment to the Bylaws for the Board of Trustees

RESOLUTION 19214

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve an amendment to the Bylaws to provide for the position of Chair-Elect to enhance the transition process in connection with the succession of Board leadership; and

WHEREAS, the Legal and Government Relations Committee has reviewed the recommendation and now recommends its approval.

NOW, THEREFORE BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the attached amendment to the Bylaws for the Board of Trustees.

AYES:	Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers, Ms. Whiting
NAYS:	None
ABSENT:	Mr. Monnolly
ABSTAINED:	None
DATE:	July 25, 2018

EXHIBIT A

Proposed Amendment: Roles and Responsibilities of The MetroHealth System Board of Trustees Chair-Elect

- Section 1 of Article VI of the Bylaws will be amended to read as follows:

The Officers of the Board may include a Chairperson, a Chair Elect (elected to serve for the final year of the Chairperson's service in such office), a Vice Chairperson, and a Secretary. All Officers shall be elected annually by the Board from among its own membership and shall hold office for a period of one year and until their respective successors shall have been duly elected and qualified.

- A new Section 3 of Article VI of the Bylaws will be added to read as follows:

Section 3. Responsibility of the Chair Elect.

Chair-Elect shall act as the Chair in the absence of the Chair and, when so acting, shall have the power and authority of the Chair and shall preside at all meetings of the Board, and perform such duties as may be assigned by the Board or by the Chair.

The Chair-Elect shall:

- Become MetroHealth Board of Trustees Chair at the next annual meeting of the Board of Trustees, unless a majority of the Board of Trustees elects otherwise; or in the event that the current Chair position becomes vacant for any reason.
 - Participate in all Board and Committee meetings.
 - Co-Chair the Executive/Personnel Committee.
 - Be called upon to make official appearances and presentations, such as media briefings and community meetings, to supplement the efforts of the Chair.
 - Beginning mid-year, attend weekly briefing sessions between Chair and President and Chief Executive Officer.
 - Be responsible for planning the next year's activities as Chair, including completion of budget plan, and committee appointments.
 - Oversee and conduct annual Board of Trustee self-assessment, and plan for the next year's annual Board of Trustees retreat.
 - Otherwise work with the Chair to develop a transition process where the Chair-Elect becomes familiar with the duties and functions of the Chair and assume such other duties and functions as delegated from time to time.
- Current Sections 3, 4 and 5 will be renumbered 4, 5 and 6.

Approval of Medical Staff Providers Appointments and Actions
June/July 2018

RESOLUTION 19215

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on May 29, 2018.
The appointments will then be reviewed and accepted by the Medical Executive Committee on June 8, 2018.

Active

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Hackley, James, OD	Surgery	Optometry	5/30/2018	MHMC
Kumar, Manjusha, MD	Medicine	Internal Medicine	5/30/2018	Beachwood
Lechner, Roseanna, MD	Neurosurgery		6/27/2018	MHMC, W.150 th

Associate

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Mijailovic, Angelina, PA-C	Surgery		5/30/2018	MHMC
Workman, Nathan, CNP	Medicine	Pulmonary	5/30/2018	MHMC

Privileged Non-Member

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Baig, Farnaz, LPCC	Psychiatry		5/30/2018	MHMC
Canestraro, Massimo, CCP	Surgery	Cardiothoracic	5/30/2018	MHMC
Hellmer, Meredith, LISW-S	Psychiatry		5/30/2018	MHMC
Leidtke, Adam, LPCC-S	Psychiatry		5/30/2018	MHMC

The following actions to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on May 29, 2018.
The Actions will then be reviewed by the Medical Executive Committee on June 8, 2018.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Brown, Colleen, PA-C	Surgery		5/11/2018-R
Bergomi, Marie, CNP	ENT		5/25/2018-RL
Dezelon, Lynn, MD	Emergency Medicine		5/14/2018-R
Erney, Sarah, LPCC	Psychiatry		5/25/2018-R
Howkins, Michael, MD	Anesthesiology		5/10/2018-R
Kokoczka, Lynne, CNS	Emergency Medicine		6/1/2018-R
Miller, Glenn, CCP	Surgery	Cardiothoracic	5/25/2018-R
O'Brien, Lisa, CNP	Medicine	Cardiology	5/17/2018-R
Olteanu, Mircea, DDS	Dentistry	Oral Health	5/31/2018-R
Peereboom, Karen, CNP	Medicine	Hematology/Oncology	6/1/2018-R
Rae, Carrie, LISW	Psychiatry		5/24/2018-R
Roter, Eric, MD	Emergency Medicine		5/22/2018-R
Shamout, Mays, MD	Medicine/Pediatrics	Express Care	5/25/2018-RL
Sipus, Jenna, PA-C	Emergency Medicine		5/31/2018-R

Department Change

<i>Name</i>	<i>Department From</i>	<i>Department To</i>	<i>Effective Date</i>
Francis, Sean, PA-C	Emergency Medicine	Correctional Medicine	6/4/2018

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

The following Appointments to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on June 26, 2018.
The appointments will then be reviewed and accepted by the Medical Executive Committee on July 13, 2018.

<u>Active</u>				
<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Black, Kelsey, MD	Medicine	Internal Medicine	7/1/2018	MHMC
Bullard, David, MD	Emergency Medicine		7/31/2018	MHMC, Brecksville, Cleveland Heights, Parma
Chan, Carolyn, MD	Medicine	Hospital Medicine	7/1/2018	MHMC, Parma, Cleveland Heights
Chitsaz, Ehsan, MD	Medicine	Gastroenterology	7/1/2018	MHMC
Di Lorenzo, Rodica, MD	Neurology		7/1/2018	MHMC
Farivar, Michel, MD	Psychiatry		7/1/2018	MHMC
Garrels, Kristina, MD	Surgery	Urology	7/1/2018	MHMC
Glaab, Jonathan, MD	Radiology		7/23/2018	MHMC
Griffith, Joseph, MD	Surgery	Ophthalmology	6/27/2018	MHMC
Hoff, Elise, MD	Pathology		6/27/2018	MHMC
Husnain, Muhammed, MD	Medicine	Hospital Medicine	7/1/2018	MHMC, Parma, Cleveland Heights
Jin, Justin, MD	Pediatrics		7/1/2018	MHMC
Kim, Chong, MD	PM&R		7/1/2018	MHMC, W. 150 th Middleburg Heights
Knackstedt, Thomas, MD	Dermatology		7/1/2018	MHMC
Koning, Marissa, MD	Emergency Medicine		7/1/2018	MHMC, Brecksville, Cleveland Heights, Parma
Riccardi, Gina, MD	Medicine/Pediatrics		7/1/2018	MHMC
Saraiya, Parth, MD	Medicine	Hospital Medicine	7/1/2018	MHMC, Parma Cleveland Heights
Siddiqui, Najmul, MD	Medicine	Cardiology	7/1/2018	MHMC
Soma, David, MD	Medicine	Internal Medicine	7/1/2018	MHMC
Tracy, David, MD	Emergency Medicine		6/27/2018	MHMC, Brecksville, Cleveland Heights, Parma
<u>Associate</u>				
<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Breahna, Ovidiu, CAA	Anesthesiology		6/27/2018	MHMC
Ly, Amy, PA-C	Emergency Medicine		6/27/2018	MHMC, Brecksville Cleveland Heights, Parma
Pennington, Renee, CNS	Geriatric Medicine		6/27/2018	MHMC
<u>Privileged Non-Member</u>				
<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>Start Date</i>	<i>Source</i>
Brichacek, Tracey, LISW	Internal Medicine	Infectious Disease	6/27/2018	MHMC
Corbin, Arthur, PA-C	Emergency Medicine		6/27/2018	MHMC, Brecksville Cleveland Heights, Parma
Lally, Anne, DO	Emergency Medicine		7/1/2018	MHMC, Brecksville Cleveland Heights, Parma
Martino, Derlis, MD	Surgery	Cardiothoracic	7/1/2018	MHMC
Milam, Ronald, MD	Surgery	Ophthalmology	7/1/2018	MHMC
Putra, Manesha, MD	OB/GYN	Maternal Fetal	7/1/2018	MHMC
Sood, Arjun, MD	Surgery	Ophthalmology	7/1/2018	MHMC
Wallace, Ryan, CNP	Family Medicine	Express Care	6/27/2018	Express Care
Wickham, Aaron, PA-C	Emergency Medicine		6/27/2018	MHMC, Brecksville, Cleveland Heights,

The following actions to the MetroHealth System Medical Staff will be reviewed by the C&S Committee on June 26, 2018.
The Actions will then be reviewed by the Medical Executive Committee on July 13, 2018.

Resignations

<i>Name</i>	<i>Department</i>	<i>Division</i>	<i>End Date</i>
Akinsiku, Oladele, MD	Medicine	Internal Medicine	6/30/2018-RL
Akram, Rakhshanda, MD	Medicine	Hospital Medicine	6/30/2018-RL
Ammari, Karen, CNP	Family Medicine	Express Care	6/7/2018-RL
Amundaray Diaz, Emmanuel, DMD	Dentistry	Oral Health	6/30/2018-R
Baskin, Bryan, DO	Emergency Medicine		6/30/2018-R
Cherian, Neenu, MD	PM&R		6/30/2018-R
Fatima, Kulsoom, MD	Medicine	Hospital Medicine	6/30/2018-R
Fox, Kermit, MD	PM&R		6/30/2018-RL
Graham, Bruce, DO	Emergency Medicine		6/30/2018-R
Haushalter, Adam, DO	Emergency Medicine	Life Flight	6/30/2018-R
Holt, Kathleen, PA-C	Emergency Medicine		6/2/2018-R
Haq, Saba, MD	Medicine	Internal Medicine	6/8/2018-R
Hong, Albert, MD	Emergency Medicine	Life Flight	6/30/2018-R
King, Colin, MD	Emergency Medicine	Life Flight	6/30/2018-R
Krajkian, Joseph, DMD	Dentistry		6/30/2018-R
Kumar, Jaya, MD	Surgery	Ophthalmology	6/30/2018-CC
Lavine, Jeremy, MD	Surgery	Ophthalmology	6/30/2018-CC
Meerkov, Meir, MD	Surgery	Trauma/Critical Care	6/30/2018-RL
Mosher, Jessica, MD	Dermatology		6/11/2018-R
Said, Tamer, MD	Family Medicine		6/30/2018-R
Shah, Rohit, MD	Pediatrics		6/30/2018-R
Shekhawat, Rashmi, MD	Pediatrics		6/30/2018-R
Young, Jason, DDS	Dentistry	Oral Health	6/30/2018-R

Staff Category Change

<i>Name</i>	<i>Category From</i>	<i>Category To</i>	<i>Effective Date</i>
Cheng, Aurelia, MD	Privileged Non Member	Active	7/1/2018
Khallafi, Hicham, MD	Privileged Non Member	Active	7/1/2018
Khoury, Shireen, MD	Bioscientific	Active	6/27/2018

Additional Clinical Privileges

<i>Name</i>	<i>Privileges Added</i>	<i>Effective Date</i>
Ardelt, Agnieszka, MD	Neurocritical Care Privileges	6/27/2018
Dusky, April, APRN-CNP	Neurocritical Care Privileges	6/27/2018
Fogel, Susan, APRN-CNP	Neurocritical Care Privileges	6/27/2018
Gedeon, Scott, APRN-CNP	Neurocritical Care Privileges	6/27/2018
Grossman, Jonah, MD	Neurocritical Care Privileges	6/27/2018
Haney, Nicole, APRN-CNP	Neurocritical Care Privileges	6/27/2018
Khoury, Shireen, MD	Internal Medicine Privileges	6/27/2018
Johnson, Halee, APRN-CNP	Neurocritical Care Privileges	6/27/2018
McLaughlin, Diane, APRN-CNP	Neurocritical Care Privileges	6/27/2018
Rames, Jay, APRN-CNP	Neurocritical Care Privileges	6/27/2018
Wells, Jennifer, APRN-CNP	Neurocritical Care Privileges	6/27/2018

CC=Contract Complete, Fellowship Complete

R=Resigned

RL-Relocated

RT-Retired

AYES:	Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers, Ms. Whiting
NAYS:	None
ABSENT:	Mr. Monnolly
ABSTAINED:	None
DATE:	July 25, 2018

Election of Presiding Officers of The MetroHealth System
2018-2019

RESOLUTION 19216

WHEREAS, in accordance with the provisions of Section 339.02 of the Ohio Revised Code, the Board of Trustees of The MetroHealth System is required to elect a chairperson and such other officers as specified in the Board's rules; and

WHEREAS, the Bylaws of the Board of Trustees of The MetroHealth System provides for the yearly election of presiding officers of the Board; and

WHEREAS, a duly appointed Ad Hoc Nominating Committee of the Board of Trustees of The MetroHealth System has proposed that the following members of the Board of Trustees be elected officers of the Board for a one-year term:

Thomas M. McDonald	-	Chairperson
Vanessa Whiting	-	Chairperson-Elect & Secretary
J. B. Silvers	-	Vice-Chairperson

WHEREAS, there were no further nominations from the Trustees assembled, and a motion was duly made, seconded and passed that nominations be closed and a ballot be cast for the slate of nominees presented by the Ad Hoc Nominating Committee.

NOW, THEREFORE, BE IT RESOLVED, the following members of the Board have been elected by the Board of Trustees to the offices set forth beside their names for a term of one year:

Thomas M. McDonald	-	Chairperson
Vanessa Whiting	-	Chairperson-Elect & Secretary
J. B. Silvers	-	Vice-Chairperson

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: July 25, 2018

Approval of Sponsorship Gift for Tribute Committee of the
Richard H. Adler Community Leadership Award

RESOLUTION 19217

WHEREAS, the Chairperson of the Board of Trustees advised the Board that Dr. Akram Boutros, President and Chief Executive Officer of The MetroHealth System, has been recognized as the recipient of the 2018 Richard H. Adler Community Leadership Award by AJC Cleveland;

WHEREAS, the Board agrees that it is appropriate and in the best interests of MetroHealth that MetroHealth participates in a sponsorship gift for the Tribute Committee for this award since AJC Cleveland has recognized Dr. Boutros' leadership at MetroHealth in connection with its impact on the community in making this award.

NOW, THEREFORE BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the Sponsorship Gift at the Visionary level for the Tribute Committee of the Richard H. Adler Community Leadership Award.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers, Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: July 25, 2018

Approval to Further Amend the Architectural Services Agreement with
HGA Architects and Engineers, LLC as the Master Architect for Campus Transformation

RESOLUTION 19218

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to further amend the current agreement for architectural services with HGA Architects and Engineers, LLC as the Master Architect for the Campus Transformation project (the "Project").

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the further amendment of the agreement with HGA Architects and Engineers, LLC to provide additional architectural and engineering services for the Project. The total fees for this additional work shall not exceed \$634,018, for a total amended fee amount not to exceed \$30,988,224 to be paid out of capital funds previously approved through Board Resolution 19088.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer or his designees are hereby authorized to negotiate and execute agreements and other documents consistent with this resolution.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers,
Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: July 25, 2018

Approval of Modifications to Executive Compensation Methodology

RESOLUTION 19219

WHEREAS, the Board of Trustees of The MetroHealth System has been presented a recommendation to approve modifications to executive compensation methodology; and

WHEREAS, the Board of Trustees has reviewed this recommendation and now recommends its approval.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of The MetroHealth System hereby approves the recommendation by the President and Chief Executive Officer of the MetroHealth System to modify and approve a proposed methodology for an overall executive compensation program.

1. Performance Based Variable Compensation

- This component involves establishing benchmarks and developing metrics for organizational and individual executive performance. The intent is to establish these terms which will be applied objectively.
- The Board will set goals for the System and for the President and Chief Executive Officer and the President and Chief Executive Officer will set goals for senior leadership.
- The methodology will provide performance based compensation based upon objectives which are established with varying goals for performance.

2. Maximum Compensation

- Total Cash Compensation will be Base Salary plus any Performance Based Variable Compensation earned for the year.
- Performance Based Variable Compensation will be awarded only if the System satisfies the "trigger"; thereafter any additional awards will be subject to the satisfaction of the approved benchmarks.

3. Proposed Modifications

- Certain additional modifications to the overall Executive Compensation Methodology will be made as set forth on Exhibit A attached hereto.

4. Board Approval

- Board will delegate authority to the President and Chief Executive Officer to implement and follow this Performance-Based Variable Compensation plan, as amended annually.
- Any exceptions from this methodology and plan terms will require Board approval.
- The President and Chief Executive Officer will report on the terms and performance of this plan on a regular basis.

- The Board will have the authority to terminate the plan at any time.

The System has determined that such programs are customary and usual in the nonprofit hospital field in Northeast Ohio. Sullivan Cotter has advised that these modifications are appropriate and reasonable.

BE IT FURTHER RESOLVED, the President and Chief Executive Officer, or his designee, are hereby authorized to take necessary actions consistent with this resolution.

AYES: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Moss, Dr. Silvers,
Ms. Whiting

NAYS: None

ABSENT: Mr. Monnolly

ABSTAINED: None

DATE: July 25, 2018

EXHIBIT A

CONFIDENTIAL: THIS DOCUMENT CONTAINS TRADE SECRETS AND INFORMATION THAT IS CONFIDENTIAL AND PROPRIETARY PROPERTY OF THE METROHEALTH SYSTEM AND MAY NOT BE COPIED, PUBLISHED OR DISCLOSED TO OTHERS WITHOUT THE EXPRESS WRITTEN AUTHORIZATION OF AN AUTHORIZED OFFICER OF METROHEALTH. THIS DOCUMENT MUST BE KEPT ONLY IN CONFIDENTIAL FILES WHEN NOT IN USE.